SOUTHERN DISTRICT OF NEW YORK	X
SECURITIES AND EXCHANGE COMMISSION,	: : :
Plaintiff, v.	Case No. 17 Civ. 7994 (AT) (DCF)
RIO TINTO PLC, RIO TINTO LIMITED, THOMAS ALBANESE and GUY ROBERT ELLIOTT,	; ; ;
Defendants.	: : X

UNITED STATES DISTRICT COURT

DECLARATION OF RICHARD W. GRIME

I, Richard W. Grime, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

I am a partner at the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Rio Tinto PLC and Rio Tinto Limited (collectively, "Rio Tinto"), and have been admitted to appear *pro hac vice* in the above-captioned action. I submit this declaration in support of Defendants' Consolidated *Daubert* Motions to Exclude Expert Testimony.

- 1. Attached hereto as Exhibit 1 is a true and correct copy of the December 20, 2019 Expert Report of Steven Brice FCA and Appendix E thereto.
- 2. Attached hereto as Exhibit 2 is a true and correct copy of the February 21, 2020 Expert Report of Peter E. Christensen.
- 3. Attached hereto as Exhibit 3 is a true and correct copy of the December 20, 2019 Expert Report of Christopher Drewe FCA, and Appendix A thereto.

- 4. Attached hereto as Exhibit 4 is a true and correct copy of the April 3, 2020 Rebuttal Expert Report of Christopher Drewe FCA.
- 5. Attached hereto as Exhibit 5 is a true and correct copy of the February 21, 2020 Expert Report of Robert Edwards.
- 6. Attached hereto as Exhibit 6 is a true and correct copy of the February 21, 2020 Expert Report of Glenn Hubbard.
- 7. Attached hereto as Exhibit 7 is a true and correct copy of the December 20, 2019 Expert Report of Albert Metz, Ph.D.
- 8. Attached hereto as Exhibit 8 is a true and correct copy of the April 10, 2020 Rebuttal Expert Report of Albert Metz, Ph.D.
- 9. Attached hereto as Exhibit 9 is a true and correct copy of the December 20, 2019 Expert Report of Chris Milburn, CPA, CMA, CBV and Appendix 1 thereto.
- 10. Attached hereto as Exhibit 10 is a true and correct copy of the April 3, 2020 Rebuttal Expert Report of Chris Milburn, CPA, CMA, CBV and Appendix 1 thereto.
- 11. Attached hereto as Exhibit 11 is a true and correct copy of the December 20, 2019 Expert Report of Joseph Weber and Appendix A thereto.
- 12. Attached hereto as Exhibit 12 is a true and correct copy of the July 31, 2020 deposition transcript of Steven Brice FCA.
- 13. Attached hereto as Exhibit 13 is a true and correct copy of the June 11, 2020 deposition transcript of Peter E. Christensen.
- 14. Attached hereto as Exhibit 14 is a true and correct copy of the July 1, 2020 deposition transcript of Christopher Drewe FCA.

- 15. Attached hereto as Exhibit 15 is a true and correct copy of the June 26, 2020 deposition transcript of Glenn Hubbard.
- 16. Attached hereto as Exhibit 16 is a true and correct copy of the June 17, 2020 deposition transcript of Albert Metz, Ph.D.
- 17. Attached hereto as Exhibit 17 is a true and correct copy of the June 22, 2020 deposition transcript of Chris Milburn, CPA, CMA, CBV.
- 18. Attached hereto as Exhibit 18 is a true and correct copy of the May 29, 2020 deposition transcript of Joseph Weber.
- 19. Attached hereto as Exhibit 19 is a true and correct copy of the September 13, 2019 deposition transcript of Thomas Albanese.
- 20. Attached hereto as Exhibit 20 is a true and correct copy of the February 26, 2019 deposition transcript of Matthew Coulter.
- 21. Attached hereto as Exhibit 21 are true and correct copies of the November 13 and 14, 2018 deposition transcripts of Eric Finlayson.
- 22. Attached hereto as Exhibit 22 is a true and correct copy of the May 30, 2019 deposition transcript of Daniel Larsen.
- 23. Attached hereto as Exhibit 23 is a true and correct copy of the October 3, 2018 deposition transcript of Christopher Lynch.
- 24. Attached hereto as Exhibit 24 is a true and correct copy of the October 11, 2019 deposition transcript of Marcantonio Maglione.
- 25. Attached hereto as Exhibit 25 is a true and correct copy of the November 8, 2018 deposition transcript of Simon Morris.

- 26. Attached hereto as Exhibit 26 are true and correct copies of the February 21 and 22, 2019 deposition transcripts of Douglas Ritchie.
- 27. Attached hereto as Exhibit 27 is a true and correct copy of the report entitled *CEO* steps down, but \$14bn of writedowns are less of a surprise ALERT, J.P. Morgan Cazenove, January 16, 2013.
- 28. Attached hereto as Exhibit 28 is a true and correct copy of the report entitled *OW: USD14bn in write-downs and a new CEO*, HSBC, January 17, 2013.
- 29. Attached hereto as Exhibit 29 is a true and correct copy of the report entitled *Time* to boost exposure to Rio Tinto stock, Société Generalé, January 17, 2013.
- 30. Attached hereto as Exhibit 30 is a true and correct copy of excerpts from Anglo American's 2012 Annual Report.
- 31. Attached hereto as Exhibit 31 is a true and correct copy of excerpts from Anglo American's 2011 Annual Report.
- 32. Attached hereto as Exhibit 32 is a true and correct copy of excerpts from BHP Billiton Limited's 2012 Form 20-F.
- Attached hereto as Exhibit 33 is a true and correct copy of excerpts from Xstrata's
 2012 Annual Report.
- 34. Attached hereto as Exhibit 34 is a true and correct copy of excerpts from Rio Tinto's 2008 Annual Report.
- 35. Attached hereto as Exhibit 35 is a true and correct copy of excerpts from Rio Tinto's2019 Annual Report.

- 36. Attached hereto as Exhibit 36 is a true and correct copy of excerpts from the November 30, 2017 Award in the *Bear Creek Mining Corporation v. Republic of Peru* arbitration, ICSID Case No. ARB/14/21.
- 37. Attached hereto as Exhibit 37 is a true and correct copy of excerpts from the November 22, 2018 Award in the *South American Silver Limited (Bermuda) v. Plurinational State of Bolivia* arbitration, PCA Case No. 2013-15.
- 38. Attached hereto as Exhibit 38 is a true and correct copy of the report entitled *An Overview of Valuation Practices and the Development of a Canadian Code for the Valuation of Mineral Properties* by Keith Spence, Hons. B.Sc., MBA.
- 39. Attached hereto as Exhibit 39 is a true and correct copy of a July 16, 2012 memorandum entitled "RTCM 2012 HY impairment indicator review," bearing bates numbers RT 00095528 through RT 00095534.
- 40. Attached hereto as Exhibit 40 is a true and correct copy of excerpts from a November 2010 memorandum entitled "The Acquisition of Riversdale," bearing bates numbers RT_00001161, RT_00001173, and RT_00001174.
- 41. Attached hereto as Exhibit 41 is a true and correct copy of excerpts from the minutes of a December 16, 2010 Rio Tinto Board of Directors meeting, bearing bates number RT_SEC_00207066.
- 42. Attached hereto as Exhibit 42 is a true and correct copy of excerpts from *Damodaran on Valuation: Security Analysis for Investment and Corporate Finance* (2d ed.) by Aswath Damodaran.

- 43. Attached hereto as Exhibit 43 is a true and correct copy of excerpts from the January 8, 2016 Reply Report of FTI Consulting in the *Bear Creek Mining Corporation v. Republic of Peru* arbitration.
- 44. Attached hereto as Exhibit 44 is a true and correct copy of excerpts from a document entitled "Valuations" by Lawrence Devon Smith, cited in footnote 105 of the December 20, 2019 Expert Report of Chris Milburn, CPA, CMA, CBV.
- 45. Attached hereto as Exhibit 45 is a true and correct copy of the article entitled *Valuation of exploration properties*, by Hrayr Agnerian, dated October 1996.
- 46. Attached hereto as Exhibit 46 is a true and correct copy of the report entitled *Applying the Cost Approach to Valuation of Exploration Stage Mineral Assets*, by Andre J. van der Merwe, dated January 2017.
- 47. Attached hereto as Exhibit 47 is a true and correct copy of excerpts from the May 29, 2015 Report of FTI Consulting in the *Bear Creek Mining Corporation v. Republic of Peru* arbitration.
- 48. Attached hereto as Exhibit 48 is a true and correct copy of excerpts from the June 11, 2018 Expert Report of FTI Consulting in *Wells Fargo Rail Corporation v. Black Iron, LLC* (*In re Black Iron LLC*), Adversary Proceeding No. 17-2094 (Bankr. D. Utah).
- 49. Attached hereto as Exhibit 49 is a true and correct copy of excerpts from *The CIMVAL Code for the Valuation of Mineral Properties*, adopted by the Canadian Institute of Mining, Metallurgy, and Petroleum on November 29, 2019.
- 50. Attached hereto as Exhibit 50 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 1844-1847, from the working file produced

by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.

- 51. Attached hereto as Exhibit 51 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 1912-1915, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.
- 52. Attached hereto as Exhibit 52 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 1946-1949, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.
- 53. Attached hereto as Exhibit 53 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 2014-2017, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.
- 54. Attached hereto as Exhibit 54 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 1767-1779, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.
- 55. Attached hereto as Exhibit 55 is a true and correct copy of a screenshot of the "RTCM Consolidation" tab, Columns A-B, Rows 2082-2085, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.

- 56. Attached hereto as Exhibit 56 is a true and correct copy of excerpts from the Expert Accountants' Report of Steven Brice FCA and Christopher Drewe FCA, dated September 6, 2017, in connection with the Financial Conduct Authority's Investigation into Rio Tinto PLC.
- 57. Attached hereto as Exhibit 57 is a true and correct copy of a January 28, 2020 letter from counsel for the SEC to counsel for Rio Tinto.
- 58. Attached hereto as Exhibit 58 is a true and correct copy of excerpts from the Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 ed.).
- 59. Attached hereto as Exhibit 59 is a true and correct copy of excerpts from a January 11, 2013 draft memorandum entitled "Rio Tinto Coal Mozambique Impairment Valuation Update", bearing bates numbers RT_00257820 through RT_00257824.
- 60. Attached hereto as Exhibit 60 is a true and correct copy of a May 2, 2012 email from Simon Morris to Andrew Woodley, *et al.*, bearing the bates number RT 00043700.
- 61. Attached hereto as Exhibit 61 is a true and correct copy of a screenshot of the "Discrete Values" tab, Columns L-P, Rows 3-38, from the working file produced by the SEC in support of Table 13C of the December 20, 2019 Expert Report of Christopher Drewe FCA.
- 62. Attached hereto as Exhibit 62 is a true and correct copy of excerpts from an August 16, 2012 draft memorandum entitled "RTCM Conceptual Growth Programme," bearing bates numbers RT_00076248 through RT_00076250.
- 63. Attached hereto as Exhibit 63 is a true and correct copy of excerpts from International Accounting Standard 36.
- 64. Attached hereto as Exhibit 64 is a true and correct copy of excerpts from International Financial Reporting Standard 13.

65. Attached hereto as Exhibit 65 is a true and correct copy of excerpts from the March 17, 2010 Rio Tinto Controllers Manual, bearing bates numbers RT_SEC_00011810, RT_SEC_00011812 through RT_SEC_00011813, and RT_SEC_00011973 through RT_SEC_00011976.

66. Attached hereto as Exhibit 66 is a true and correct copy of excerpts from Rio Tinto's February 2012 *Project Evaluation Guidance (PEG) Volume 1 – Principles and Process*, bearing bates numbers RT_SEC_00115452, and RT_SEC_00115479 through RT_SEC_00115481.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 12, 2021

Richard W. Grime